



**Union Tank Car Company**

225 West Washington Street  
Chicago, Illinois 60606  
312/372-9500

0180372017

CERTIFIED MAIL -  
RETURN RECEIPT REQUESTED

September 16, 1994

Interstate Commerce Commission  
12th St. & Constitution Ave., N.W.  
Washington, DC 20423

RECORDATION NO. 14365-E  
FILED 1425

SEP 21 1994 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

Attn: Ms. Mildred R. Lee  
Room 2303

Re: Equipment Trust Agreement (Series P-3)  
Recordation No. 14365  
Termination of Trust Agreement

RECORDATION NO. 14365-F  
FILED 1425

SEP 21 1994 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

✓ Enclosed are one original and two certified copies of the  
✓ Termination of Trust Agreement dated as of July 5, 1994, between  
Union Tank Car Company and Bankers Trust Company, as Trustee.  
Also enclosed are one original and two certified copies of a  
✓ Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing  
referred to above. Enclosed is our check in the amount of \$36  
for the filing fee. Please return the certified copies of each  
of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

  
Jean Fowler  
Legal Assistant

jf/  
encls.

UTC4066A

RECEIVED  
OFFICE OF THE  
SECRETARY  
SEP 21 10 31 AM '94  
LICENSING BRANCH

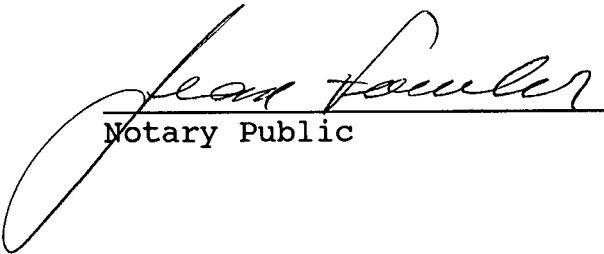
STATE OF ILLINOIS)  
 )  
COUNTY OF COOK )

RECORDATION NO. 14365 F  
FILED 1495  
SEP 21 1994 - 7:35 AM  
INTERSTATE COMMERCE COMMISSION

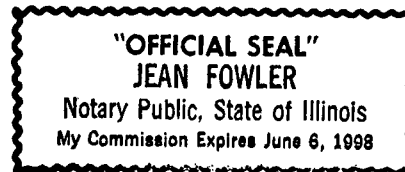
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of July 5, 1994, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 14th day of September, 1994.

  
Notary Public

4066a



RECORDATION NO. 14365-F FILED 1425

SEP 21 1994 - 10 35 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

BANKERS TRUST COMPANY, as Trustee under Equipment Trust Agreement dated June 15, 1984 (Series P-3), to UNION TANK CAR COMPANY, a Delaware corporation.

Know all men by these presents, that Bankers Trust Company ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated June 15, 1984, between Trustee and Union Tank Car Company ("Company"), and pursuant to Section 4.05 of the Agreement, and upon payment by Company of all amounts due under the Agreement, does hereby sell, assign, transfer, set over and deliver unto Company, as of July 5, 1994, all of its right, title and interest in and to all of those units of Equipment which have previously been assigned to Trustee pursuant to the Agreement and have not been transferred back to Company under the terms of the Agreement, including all that Equipment listed on Schedule A hereto. Trustee does hereby warrant that all such Equipment is free and clear from all liens and encumbrances of Trustee.

This Bill of Sale releases all Equipment presently covered by the lien of the Agreement, which lien was recorded with the Interstate Commerce Commission, from such lien, including without limitation all that Equipment listed on Schedule A.

In Witness Whereof, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, on this 6th day of September, 1994.

BANKERS TRUST COMPANY

By: Jonas Stuer  
Title: ASSISTANT VICE PRESIDENT

(CORPORATE SEAL)

Attest:

James Rawlin  
Its: Assistant Treasurer

STATE OF NEW YORK                    )  
  ) ss  
COUNTY OF New York            )

on SEPTEMBER 7, 1994, before me personally appeared  
ROSSANA E. ABUEVA and TERENCE T. RAWLIN'S, to me known, who,  
being by me duly sworn, did depose and say that they are,  
respectively, ASSISTANT VICE PRESIDENT and ASSISTANT TREASURER of Bankers  
Trust Company, the corporation described in and which executed  
the foregoing instrument; that they know the seal of said  
corporation; that the seal affixed to said instrument is such  
corporate seal; that it was so affixed by order of the Board of  
Directors of said corporation; and that they signed their names  
thereto by like order.

Margaret Benz  
Notary Public

(SEAL)

2/22/96

PROGRAM ACTB1021

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST

RUN DATE: 08/23/94  
PAGE NO : 1

CERTIFICATE TRUST SERIES: P003

| QUANTITY | A.A.R.<br>MECHANICAL<br>DESIG. CODE | CAPACITY<br>IN<br>GALLONS | ROAD NUMBERS  |
|----------|-------------------------------------|---------------------------|---|
| -----    | -----                               | -----                     | -----   |
| 1        | TA                                  | 12,000                    | UTLX85850   |
| 15       | TA                                  | 13,410                    | UTLX13825,UTLX13828-UTLX13832,UTLX13880,<br>UTLX13882,UTLX13887-UTLX13889,UTLX13891-<br>UTLX13894   |
| 61       | TA                                  | 14,000                    | UTLX14840,UTLX14842-UTLX14845,UTLX15060-<br>UTLX15115   |
| 2        | TA                                  | 20,000                    | UTLX85844-UTLX85845   |
| 10       | TA                                  | 26,000                    | UTLX42957-UTLX42966   |
| 50       | TL                                  | 20,000                    | UTLX11086-UTLX11099,UTLX11240-UTLX11260,<br>UTLX11274-UTLX11281,UTLX12149,UTLX12386,<br>UTLX12394,UTLX14846,UTLX14848-UTLX14849,<br>UTLX14868   |
| 106      | TM                                  | 13,000                    | UTLX60717-UTLX60721,UTLX60723-UTLX60734,<br>UTLX60736-UTLX60739,UTLX60741-UTLX60743,<br>UTLX60746-UTLX60749,UTLX60752-UTLX60760,<br>UTLX60762-UTLX60790,UTLX60987-UTLX61026   |
| 132      | TM                                  | 13,200                    | UTLX61027-UTLX61107,UTLX61109-UTLX61136,<br>UTLX61138,UTLX61141-UTLX61146,UTLX61150-<br>UTLX61151,UTLX61153-UTLX61154,UTLX61156-<br>UTLX61157,UTLX61159,UTLX61162-UTLX61163,<br>UTLX61165-UTLX61170,UTLX61173   |
| 180      | TM                                  | 14,000                    | UTLX15500-UTLX15514,UTLX15997-UTLX15999,<br>UTLX24532-UTLX24541,UTLX24555-UTLX24566,<br>UTLX24568-UTLX24576,UTLX24578-UTLX24583,<br>UTLX24585-UTLX24587,UTLX24589-UTLX24591,<br>UTLX24594-UTLX24597,UTLX24603,UTLX24618-<br>UTLX24676,UTLX24715-UTLX24719,UTLX25000-<br>UTLX25049 |
| 21       | TM                                  | 16,000                    | UTLX65600-UTLX65620   |
| 52       | TM                                  | 17,500                    | UTLX66638-UTLX66689   |
| 266      | TM                                  | 17,600                    | UTLX65675-UTLX65689,UTLX66690-UTLX66718,<br>UTLX66720-UTLX66722,UTLX66724-UTLX66777,<br>UTLX66779-UTLX66815,UTLX66817-UTLX66822,<br>UTLX66824-UTLX66851,UTLX66853-UTLX66918,<br>UTLX66944-UTLX66953,UTLX66974-UTLX66978,<br>UTLX66980-UTLX66990,UTLX66992-UTLX66993               |

PROGRAM ACTB1021

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUSTRUN DATE: 08/23/94  
PAGE NO : 2

CERTIFICATE TRUST SERIES: P003

| QUANTITY<br>----- | A.A.R.<br>MECHANICAL<br>DESIG. CODE<br>----- | CAPACITY<br>IN<br>GALLONS<br>----- | ROAD NUMBERS<br>-----   |
|-------------------|--|------------------------------------|---|
| 123               | TM   | 20,000                             | UTLX48123-UTLX48127,UTLX67116-UTLX67129,<br>UTLX67148-UTLX67159,UTLX67173-UTLX67179,<br>UTLX67181-UTLX67211,UTLX67232-UTLX67253,<br>UTLX67255-UTLX67257,UTLX67259-UTLX67281,<br>UTLX68082,UTLX68087-UTLX68089,UTLX68095-<br>UTLX68096 |
| 7                 | TM   | 22,500                             | UTLX987-UTLX993   |
| 29                | TM   | 23,500                             | UTLX67212-UTLX67231,UTLX68227-UTLX68231,<br>UTLX68233-UTLX68236   |
| 95                | TM   | 30,000                             | UTLX40844,UTLX41000-UTLX41021,UTLX41023-<br>UTLX41074,UTLX41077-UTLX41079,UTLX41081-<br>UTLX41086,UTLX41094,UTLX41100,UTLX41104,<br>UTLX41110,UTLX41136-UTLX41142   |
| 4                 | TM   | 30,612                             | UTLX40850,UTLX40852-UTLX40853,UTLX40857   |
| 20                | TP   | 17,000                             | UTLX27556-UTLX27575   |
| 39                | TP   | 17,300                             | UTLX27517-UTLX27555   |
| 4                 | TP   | 20,000                             | UTLX27507,UTLX27509,UTLX27511,UTLX27582   |
| 5                 | T105   | 20,000                             | UTLX641745-UTLX641747,UTLX641768-UTLX641769   |
| 3                 | T106   | 23,500                             | UTLX641681,UTLX641685,UTLX641689  |
| 1                 | T107   | 26,800                             | UTLX201154  |
| -----<br>1,226    | TOTAL  |                                    |   |